

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CARBONLITE HOLDINGS LLC, *et al.*,¹

Debtors.

BAHRAM NOUR-OMID, an individual, and
LEARNICON LLC, a Delaware limited
liability company,

Plaintiffs,

v.

CARBONLITE HOLDINGS LLC, a Delaware
limited liability company, LF INVESTMENT
HOLDINGS, LLC, a Delaware limited liability
company, LEON FARAHNİK, an individual,
KIM JEFFERY, an individual, FARAMARZ
YOUSSEFZADEH, an individual, ORION
ENERGY CREDIT OPPORTUNITIES FUND
II, L.P., a Delaware limited partnership,
ORION ENERGY CREDIT
OPPORTUNITIES FUND II PV, L.P., a
Delaware limited partnership, ORION
ENERGY CREDIT OPPORTUNITIES FUND
II GPFA, L.P., a Delaware limited partnership,
FORCE TEN PARTNERS, LLC, a Delaware
limited liability company, BRIAN WEISS, an
individual, and DOES 1 through 50, inclusive,

Defendants.

Chapter 11

Case No. 21-10527 (JTD)

Jointly Administered

Adv. No. 21-50317 (JTD)

**ORION ENERGY CREDIT OPPORTUNITIES FUND II, L.P., ORION ENERGY
CREDIT OPPORTUNITIES FUND II PV, L.P., AND ORION ENERGY CREDIT
OPPORTUNITIES FUND II GPFA, L.P.'S MOTION TO DISMISS THE COMPLAINT**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: CarbonLite Holdings LLC (8957); CarbonLite Industries LLC (3596); CarbonLite P Holdings, LLC (8957); CarbonLite P, LLC (5453); CarbonLite PI Holdings, LLC (8957); CarbonLite Pinnpack, LLC (8957); CarbonLite Recycling Holdings LLC (8957); CarbonLite Recycling LLC (3727); CarbonLite Sub-Holdings, LLC (8957); Pinnpack P, LLC (8322); and Pinnpack Packaging, LLC (9948). The address of the Debtors' corporate headquarters is 10250 Constellation Blvd., Los Angeles, CA 90067.

Defendants Orion Energy Credit Opportunities Fund II, L.P., Orion Energy Credit Opportunities Fund II PV, L.P., and Orion Energy Credit Opportunities Fund II GPFA, L.P. (the “Orion Funds”), by and through their counsel, respectfully move this Court for an Order dismissing Counts 4 through 8 of the Complaint filed by Plaintiffs Bahram Nour-Omid and Learnicon LLC with prejudice for failure to state a claim upon which relief may be granted. *See* Fed. R. Civ. P. 12(b)(6) (made applicable to these proceedings by Fed. R. Bankr. P. 7012). The grounds for this motion are set forth in the contemporaneously-filed Memorandum of Law in Support of the Orion Funds’ Motion to Dismiss the Complaint.

[Remainder of Page Intentionally Left Blank]

Dated: May 21, 2021

YOUNG CONAWAY STARGATT &
TAYLOR, LLP

/s/ Kara Hammond Coyle
Robert S. Brady (No. 2847)
Edwin J. Harron (No. 3396)
Kara Hammond Coyle (No. 4410)
Rodney Square
10000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Email: rbrady@ycst.com
eharron@ycst.com
kcoyle@ycst.com

-and-

LATHAM & WATKINS LLP
Eric Leon
Mateo de la Torre
LATHAM & WATKINS LLP
1271 Avenue of the Americas
New York, New York 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: eric.leon@lw.com
mateo.delatorre@lw.com

*Counsel to Defendants Orion Energy Credit
Opportunities Fund II, L.P., Orion Energy
Credit Opportunities Fund II PV, L.P., and
Orion Energy Credit Opportunities Fund II
GPFA, L.P.*